# FORM D

1319440

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

OMB APPROVAL
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hours per response.....16.00



# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

,								
SEC	SEC USE ONLY							
Prefix		Serial						
DA	TE RECEIVI	ED						

	**************************************
Name of Offering ( check it this is an amendment and name has changed, and indicate change.)	
Gerald A. R. & Oil2 Self Directed Partnership	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE HHE
Type of Filing:  New Filing  Amendment	Mali Processing
	Section
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	ANT LE KANA
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	•
Oil2 Holdings, Inc.	Washington, DC
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
5339 Alpha Road, Suite 401, Dallas, TX 75240	972-788-3600
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	PROCESSED  JUL 2 5 2008
Oil & Gas Exploration	4 1 KOOLOGI
·	III 2.5 2008
Type of Business Organization	305 % 0 5000
corporation limited partnership, already formed other (	please specify): THOMSON REUTERS
business trust Iimited partnership, to be formed General Pa	rtnership IHOIVISOIN REULING
Month Year	
	mated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Stat	
CN for Canada; FN for other foreign jurisdiction)	

# GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

	A. BASIC 1DE	NTIFICATION DATA		
2. Enter the information requested for the fol	lowing:	<u> </u>		
• Each promoter of the issuer, if the iss	uer has been organized wi	thin the past five years;		
<ul> <li>Each beneficial owner having the power</li> </ul>	er to vote or dispose, or dir	ect the vote or disposition o	of, 10% or more of a	class of equity securities of the issuer.
<ul> <li>Each executive officer and director of</li> </ul>	f corporate issuers and of	corporate general and man	aging partners of p	artnership issuers; and
<ul> <li>Each general and managing partner of</li> </ul>	f partnership issuers.			
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Oil2 Holdings, Inc.				
	Street, City, State, Zip Co 75240	de)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Couch, Robert C				
Business or Residence Address (Number and 5339 Alpha Road, Suite 401, Dallas, TX 7	Street, City, State, Zip Co 5240	de)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip Co	de)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip Co	de)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip Co	de)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City. State, Zip Co	de)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip Co	de)		<u>.</u>
(Use blai	nk sheet, or copy and use	additional copies of this sl	heet, as necessary)	

	•				B. 13	NFORMATI	ION ABOU	T OFFERI	NG				
i.	,								Yes	No □			
						Appendix,						. 24	000.00
2.	2. What is the minimum investment that will be accepted from any individual?										Ψ		
3.											Yes <b>ℝ</b>	No _	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Ful	l Name (	Last name	first, if indi	ividual)									
Bus	siness or	Residence	Address (N	lumber and	Street, Ci	ty, State, Z	ip Code)						
			te 400, Dali		240						<u>.</u>		
		sociated Br ncial Servi	oker or Dea	aler									
			Listed Has	Solicited	or Intends	to Solicit I	Purchasers						
Dia			or check					·····				☐ AI	States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Ful	I Name (	Last name	first, if indi	ividual)									
Bu	siness or	Residence	Address (1	Number an	d Street, C	ity, State, 2	Zip Code)	<del></del> -					
Na	me of As:	sociated Br	oker or Dea	aler								<u></u>	
Sta	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	or check	individual	States)	***********	***************	•••••	***************************************		***************************************	☐ AI	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	II Name (	Last name	first, if indi	ividual)									•••
Bu	siness or	Residence	Address (1	Number an	d Street, C	ity, State,	Zip Code)						
Na	me of As	sociated Bi	oker or De	aler			<u> </u>						
Sta	tes in Wi	nich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers	,					
	(Check	"All States	or check	individual	States)		***************************************				••••••	☐ AI	l States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK W1	MS OR WY	ID MO PA PR

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	<u> </u>	_ s
	Equity	S	_ \$
	Common Preferred		
	Convertible Securities (including warrants)	<u> </u>	
	Partnership Interests	24,000.00	\$_24,000.00
	Other (Specify)	<u> </u>	_ \$
	Total	24,000.00	\$_24,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors	1	\$ 24,000.00
	Non-accredited Investors		
	Total (for filings under Rule 504 only)		
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	The second to	Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505	•	\$
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		] \$
	Printing and Engraving Costs		] \$
	Legal Fees		] \$
	Accounting Fees		] \$
	Engineering Fees	F	] <b>\$</b>
	Sales Commissions (specify finders' fees separately)	F	\$ 2,400.00
	Other Expenses (identify)	F	] \$
	Total	_	2,400.00

	C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXPENSES AND USE OF F	ROCEEDS	
	b. Enter the difference between the aggregate offerin and total expenses furnished in response to Part C — Q proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross		\$
5.	Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for any check the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part 6	purpose is not known, furnish an estimate and he payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		\$	. []\$
	Purchase of real estate		<u> </u>	. 🗆 \$
	Purchase, rental or leasing and installation of mach and equipment	inery	\$	. 🗆 \$
	Construction or leasing of plant buildings and facil	ities	<b></b> \$	s
	Acquisition of other businesses (including the value offering that may be used in exchange for the asset issuer pursuant to a merger)	s or securities of another	□ <b>\$</b>	
	Repayment of indebtedness			_
	Working capital			
	Other (specify): Development of the Well			
			\$	. 🗆 \$
	Column Totals		\$ 4,000.00	17,600.00
	Total Payments Listed (column totals added)		□ \$ <u></u> 2	1,600.00
		D. FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by the unature constitutes an undertaking by the issuer to furn information furnished by the issuer to any non-accre	ish to the U.S. Securities and Exchange Commis	ssion, upon writte	
lss	ner (Print or Type)	Signature	Date	<u></u>
Oi	2 Holdings, Inc.		07/16/2008	
		Title of Signer (Print or Type)		
Rol	pert C Couch	President of Managing Partner		
_				

# - ATTENTION -

	E. STATE SIGNATURE		
i.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No <b>⊠</b>

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature, 4	Date
Oil2 Holdings, Inc.	MM	07/16/2008
Name (Print or Type)	Title (Print or Type)	
Robert C Couch	President of Managing Partner	

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# **APPENDIX** 1 2 3 4 Disqualification Type of security under State ULOE and aggregate (if yes, attach Intend to sell Type of investor and explanation of to non-accredited offering price offered in state amount purchased in State waiver granted) investors in State (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Non-Accredited Accredited State Yes No Investors **Investors** Amount Yes No Amount ΑL AKΑZ AR CA 24000 CO 1 \$24,000.00 x × CT DE DC FL $\mathsf{G}\mathsf{A}$ HI ID IL IN ΙA KS KYLA ME MD MA ΜI MN MS

# 2 4 1 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of offered in state amount purchased in State waiver granted) investors in State (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Accredited Non-Accredited Yes No State Yes No Investors **Investors** Amount Amount MO MT NE NV NH NJ NM NY NÇ ND OH OK OR PA RΙ SCSD TN TXUT VTVAWA WV WI

APPENDIX

	APPENDIX									
1		2	3		4					
	to non-a investor	l to sell ceredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			amount purchased in State waiver gr		attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY										
PR										

